

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. Grace & Co., et al. ¹)	Case No. 01-1139
)	(Jointly Administered)
Debtors)	
)	

AFFIDAVIT UNDER 11 U.S.C. 327(e)

REPUBLIC OF THE PHILIPPINES)	
)	
Taguig City, Metro Manila)	ss:

Gil Roberto L. Zerrudo, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Quisumbing Torres, located at 12th Floor, Net One Center, 26th Street corner 3rd Avenue, Crescent Park West, Bonifacio Global City, Taguig City, Philippines (the "Firm").
2. The Debtors have requested that the Firm provide legal services to the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.- Conn., A-1 Bit & Tool Co., Inc., Alewife Boston, Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston, Ltd., G.C. Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G. C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B, Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Interdemco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-

Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. Insofar as I have been able to ascertain, the Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates in connection with these chapter 11 cases.

5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in connection with these chapter 11 cases.

7. Insofar as I have been able to ascertain, the Debtors do not owe the Firm for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the


Gulch West Coal Company, H-G Coal Company.

period of its engagement, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on the 24th day of November, 2005.

Quisumbing Torres
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26th Street corner 3rd Avenue
Crescent Park West, Bonifacio Global City
Taguig City, Philippines 1634
Tel: +63 2 819 4700 (trunkline)
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By:


Gil Roberto L. Zerrudo
Email: gil.zerrudo@bakernet.com
PTR 3807716; 1/06/05; Taguig City
IBP-LRN 03315; 1/05/04; Iloilo City
Roll No. 35928

SUBSCRIBED AND SWORN to before me by Gil Roberto L. Zerrudo, who is identified by me through competent evidence of identity to be the same person who presented the foregoing instrument and signed the instrument in my presence, this 24th day of November, 2005 at Taguig, Metro Manila, affiant exhibiting to me his Community Tax Certificate No. 02176979 issued on 13 January 2005 at Manila, Philippines.


RUPERT AXEL M. CRUZ
NOTARY PUBLIC, TAGUIG, M.M.

APPOINTMENT NO. 154 UNTIL DECEMBER 31, 2006
12TH FLR., NET ONE CENTER, CRESCENT PARK WEST,
BONIFACIO GLOBAL CITY, TAGUIG, METRO MANILA
ROLL OF ATTORNEY'S NO. 48404
PTR NO. 3807734/1-06-05/TAGUIG, M.M.
LIFETIME IBP NO. 05070/1-05-05/MAKATI CITY

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